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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

CASE NO. 12-12020 (MG)

Chapter 11

Jointly Administered

**JOINDER OF BERKSHIRE HATHAWAY INC.
IN THE STATEMENT AND RESERVATION OF RIGHTS OF THE
AD HOC GROUP OF JUNIOR SECURED NOTEHOLDERS IN CONNECTION
WITH THE DEBTORS' MOTION FOR AN ORDER UNDER BANKRUPTCY CODE
SECTIONS 105(A) AND 363(B) AUTHORIZING THE DEBTORS TO ENTER INTO
AND PERFORM UNDER A PLAN SUPPORT AGREEMENT WITH ALLY FINANCIAL
INC., THE CREDITORS' COMMITTEE, AND CERTAIN CONSENTING CLAIMANTS**

Berkshire Hathaway Inc. ("Berkshire"), by and through its undersigned counsel, hereby
files this joinder in the statement and reservation of rights [ECF No. 4018] (the "Statement") of
the Ad Hoc Group of Junior Secured Noteholders (the "JSNs") in connection with the motion

(the “Motion”)¹ filed by the above-captioned debtors the (“Debtors”) for an order authorizing the Debtors to enter into the Plan Support Agreement (the “PSA”) with Ally Financial, Inc., the official committee of unsecured creditors and certain consenting claimants and respectfully submits as follows.

1. Berkshire joins in the Statement filed by the Ad Hoc Group of JSNs.

In addition, Berkshire objects to the revised form of order for the Motion [ECF No. 4006] (the “Revised Proposed Order”). Paragraph 3 of the Revised Proposed Order includes a finding that “[t]he Agreement, including the transactions contemplated therein, are in the best interests of the Debtors’ estates” *See* Revised Proposed Order, ¶ 3. If the Court approves the PSA, there is insufficient evidence and it is unnecessary to find that the Plan Term Sheet, the Supplemental Term Sheet, and all transactions contemplated in the Agreement are in the best interests of the Debtors’ estates. Indeed, these are issues that will be ripe at the hearing on the global settlement, not at the hearing to approve the PSA. Accordingly, Berkshire respectfully requests that to the extent the Court approves the Motion, the Court modify paragraph 3 of the Revised Proposed Order by striking any ruling or finding related to the transactions that underlie the PSA.

Berkshire requests that the language of paragraph 3 read as follows:

The Plan Support Agreement is in the best interests of the Debtors’ estates, their creditors, the Institutional Investors, the investors in each RMBS Trust and each such RMBS Trust, and the RMBS Trustees.

¹ Capitalized terms used but otherwise not defined herein shall have the meaning ascribed to them in the Motion.

2. Berkshire expressly reserves all of its rights and remedies relating to the proposed global settlement and any plan of reorganization or disclosure statement proposed in these chapter 11 cases.

Dated: June 20, 2013

Respectfully submitted,

MUNGER, TOLLES & OLSON LLP

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